

# ITEL CORPORATION

No.

Date DEC 28 1978

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 9932

Filed 1425

DEC 28 1978 -3 45 PM

INTERSTATE COMMERCE COMMISSION

FEE OF December 28, 1978

The Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Supplement No. 1 to Equipment Trust Agreement  
dated as of November 1, 1978, between Citibank,  
N.A., Trustee, and Itel Corporation, Rail Divi-  
sion, recorded with the ICC on December 22, 1978  
Recordation No. 9932

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C.  
§ 11303 is Supplement No. 1 dated as of December 28, 1978,  
to an Equipment Trust Agreement dated as of November 1,  
1978, relating to the issuance of the Equipment Trust Cer-  
tificates, 1978 Series 3, of Itel Corporation, Rail Divi-  
sion. The parties to the enclosed Supplement are:

Itel Corporation, Rail Division  
Two Embarcadero Center  
San Francisco, California 94111

and

Citibank, N.A.  
111 Wall Street  
New York, N. Y. 10043

Please record one of the nine enclosed copies and  
stamp the other eight copies and the copy of this letter  
enclosed herewith with the recordation date and return such  
copies to the delivering messenger who will wait. A check  
in the amount of \$10 is enclosed in payment of the applicable  
recording fee.

Very truly yours,

*Edward P. Schneider*  
Edward P. Schneider  
Vice President, Treasurer  
Itel Corporation, Rail Division

ONE EMBARCADERO CENTER  
SAN FRANCISCO  
CALIFORNIA 94111  
(415) 955-0000

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

12/28/78

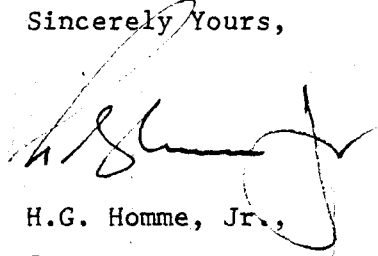
OFFICE OF THE SECRETARY

Edward P. Schneider  
Vice President, Treasurer  
Itel Corporation  
Two Embarcadero Center  
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 12/28/78 at 3:45pm ,  
and assigned recordation number(s) 9952-A & 9700-B

Sincerely Yours,

  
H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

RECORDATION NO. 9832 Filed 1

DEC 28 1978 -8 45 P

SUPPLEMENT NO. 1 TO EQUIPMENT TRUST AGREEMENT INTERSTATE COMMERCE COMMISSION  
DATED AS OF NOVEMBER 1, 1978

SUPPLEMENT NO. 1 dated as of December 28, 1978, to Equipment Trust Agreement dated as of November 1, 1978 (hereinafter called the Equipment Trust Agreement), between CITIBANK, N.A., as Trustee (hereinafter called the Trustee), and ITEL CORPORATION, a Delaware corporation (hereinafter called ITEL).

WHEREAS the parties hereto are parties to the Equipment Trust Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on December 22, 1978, recordation number 9932;

WHEREAS ITEL desires to assign and transfer additional Equipment to the Trustee (as defined in the Equipment Trust Agreement); and

WHEREAS Section 4.03 of the Equipment Trust Agreement authorizes the assignment and transfer of such additional Equipment to the Trustee by supplement to the Equipment Trust Agreement executed by the Trustee and by ITEL and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303;

NOW, THEREFORE, in consideration of the mutual

covenants and promises herein contained, the parties hereto hereby agree as follows:

SECTION 1. Schedule A of the Equipment Trust Agreement is amended by adding thereto the Equipment described in Annex I attached hereto.

SECTION 2. Except as hereinabove specifically set forth, the Equipment Trust Agreement shall remain in full force and effect as when executed.

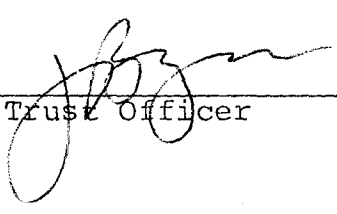
SECTION 3. The provisions of this Supplement No. 1, and all the rights and obligations of the parties hereunder, shall be governed by the laws of the State of New York.

CITIBANK, N.A.,

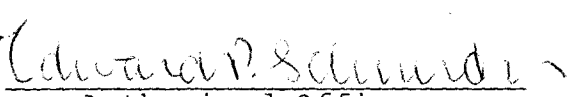
by   
Senior Trust Officer

[Seal]

Attest:


  
Trust Officer

ITEL CORPORATION,

by   
Authorized Officer

[Corporate Seal]

Attest:

  
Authorized Officer

ANNEX A

<u>Lessee</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>	<u>Trust Equipment Description</u>
Providence and Worcester Com- pany	100	PW 105301-105400 Both Inclusive	70-ton, 89'4" Flat cars for trailer and container service, AAR Mechanical Designation FC